

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In Re:

GENERAL MOTORS CORPORATION,
Debtor.

Chapter 11
Case No. 09-50026-reg
Hon. Robert E. Gerber

**ORDER GRANTING OBJECTION BY DEMARIA BUILDING COMPANY
TO THE NOTICE OF SALE HEARING TO SELL SUBSTANTIALLY ALL
OF DEBTORS' ASSETS PURSUANT TO MASTER SALE AND PURCHASE
AGREEMENT WITH VEHICLE ACQUISITION HOLDINGS, LLC, A U.S.
TREASURY-SPONSORED PURCHASER**

The Court, having reviewed the Objection by DeMaria Building Company to the Notice of Sale Hearing to Sell Substantially all of Debtors' Assets Pursuant to Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, and being otherwise duly advised in the premises;

IT IS HEREBY ORDERED that this Court recognizes and accepts DeMaria Building Company's Objection to the Master Sale and Purchase Agreement as valid;

IT IS FURTHER ORDERED that Debtors shall provide full payment to DeMaria in the amount of One Million Two Hundred Seventy-Nine Thousand Nine Hundred Twenty-Five Dollars and Thirty-Four Cents (\$1,279,925.34) in exchange for DeMaria's release of its Construction Liens on the Warren Tech Center and the OnStar Call Center prior to the asset sale requested by these Debtors;

IT IS FURTHER ORDERED, in the alternative, that if full payment is not received by DeMaria from the Debtors of this action prior to the asset sale, then the Purchaser's interest in the Warren Tech Center and the OnStar Call Center will be subject to the on-going validity of

DeMaria's Construction Liens against those real property parcels.

This is not a final order and does not close the case.

Dated: _____, 2009

UNITED STATES BANKRUPTCY JUDGE